

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

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HERBERT FRANCL, Derivatively on  
Behalf of RAMBUS INC.,

Plaintiff,

v.

PRICEWATERHOUSECOOPERS LLP,

Defendant,

-and-

RAMBUS INC., a Delaware Corporation,

Nominal Defendant.  
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CASE NO. 07-CIV-7650 (GBD)

**REPLY DECLARATION OF BROOKE GROSSMAN**

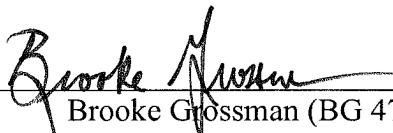
I, Brooke Grossman, declare under penalty of perjury under the laws of the United States that the foregoing is true and correct:

1. I am an attorney licensed to practice law in the State of New York and an attorney at the law firm of Davis Polk & Wardwell, counsel of record for Defendant PricewaterhouseCoopers LLP ("PwC"). I submit this declaration in support of PwC's motion to transfer this action to the Northern District of California pursuant to 28 U.S.C. § 1404(a). I make this declaration based on personal knowledge and if called and sworn as a witness could and would testify competently thereto.

2. Attached hereto as Exhibit 1 is a true and correct copy of an Order Granting Motion to Dismiss With Leave to Amend, dated October 15, 2007, filed in *Kelley v. Rambus, Inc., et al*, C 07-01238 JF (N.D. Cal).

3. Attached hereto as Exhibit 2 is a true and correct copy of the Rambus, Inc. ("Rambus") Form 10-K for fiscal year ended December 31, 2006, filed with the Securities and Exchange Commission ("SEC") on September 14, 2007.

DATED: October 30, 2007  
New York, New York

  
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Brooke Grossman (BG 4749)  
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